

State of Arizona
House of Representatives
Forty-sixth Legislature
Second Regular Session
2004

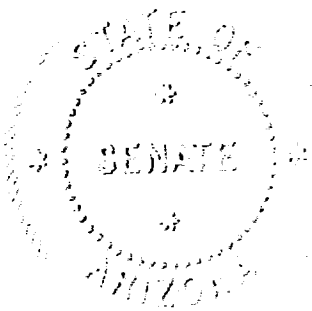
CHAPTER 113

HOUSE BILL 2176

AN ACT

AMENDING SECTIONS 10-122, 10-1623, 29-604, 29-605, 29-632, 29-634, 29-635, 29-786, 29-802, 29-807 AND 29-851, ARIZONA REVISED STATUTES; AMENDING TITLE 29, CHAPTER 4, ARTICLE 1, ARIZONA REVISED STATUTES, BY ADDING SECTION 29-605.01; REPEALING SECTIONS 29-804 AND 29-805, ARIZONA REVISED STATUTES; AMENDING TITLE 29, CHAPTER 4, ARTICLE 9, ARIZONA REVISED STATUTES, BY ADDING NEW SECTIONS 29-804 AND 29-805; AMENDING TITLE 29, CHAPTER 4, ARTICLE 11, ARIZONA REVISED STATUTES, BY ADDING SECTION 29-841.01; RELATING TO THE ARIZONA CORPORATION COMMISSION.

(TEXT OF BILL BEGINS ON NEXT PAGE)



1 Be it enacted by the Legislature of the State of Arizona:

2 Section 1. Section 10-122, Arizona Revised Statutes, is amended to
3 read:

4 10-122. Filing, service and copying fees; public access fund;
5 expedited report filing and access

6 A. The commission shall collect and deposit, pursuant to sections
7 35-146 and 35-147, the following fees when the documents described in this
8 subsection are delivered to it for filing or issuance:

9	<u>Document</u>	<u>Fee</u>
10	1. Articles of incorporation	\$50
11	2. Application for use of indistinguishable name	10
12	3. Application for reserved name	10
13	4. Notice of transfer of reserved name	10
14	5. Application for registered name	10
15	6. Application for renewal of registered name	10
16	7. Agent's statement of resignation	10
17	8. Amendment of articles of incorporation	25
18	9. Restatement of articles of incorporation with	
19	amendment of articles	25
20	10. Articles of merger or share exchange	100
21	11. Articles of dissolution	25
22	12. Articles of domestication	100
23	13. Articles of revocation of dissolution	25
24	14. Application for reinstatement following	
25	administrative dissolution, in addition	
26	to other fees and penalties due	100
27	15. Application for authority	150
28	16. Application for withdrawal	25
29	17. Annual report	45
30	18. Articles of correction	25
31	19. Application for certificate of good standing	10
32	20. Any other document required or permitted	
33	to be filed by chapters 1 through 15	
34	of this title	25

35 B. The commission shall collect a fee of twenty-five dollars each time
36 process is served on it under chapters 1 through 17 of this title. The party
37 to a proceeding causing service of process is entitled to recover this fee
38 as costs if the party prevails in the proceeding.

39 C. The commission shall charge and collect a reasonable fee for
40 copying documents on request, provided the fee does not exceed the cost of
41 providing the service as determined by the commission. The commission shall
42 also charge a reasonable fee for certifying the copy of a filed document,
43 provided the fee does not exceed the cost of providing the service as
44 determined by the commission.

1 D. A penalty of one hundred dollars payable in addition to other fees
2 accrues and is payable if a foreign corporation fails to file an amendment,
3 restated articles that include an amendment, or articles of merger within
4 sixty days of the time of filing in the jurisdiction in which the corporation
5 is domiciled.

6 E. One-third of the filing fees for the annual report of domestic and
7 foreign corporations paid pursuant to subsection A, paragraph 17 of this
8 section shall be deposited in the Arizona arts trust fund established by
9 section 41-983.01.

10 F. A public access fund is established consisting of the monies
11 received pursuant to paragraphs 2, 3 and 4 of this subsection AND SECTION
12 29-851, SUBSECTION B. Monies in the fund are subject to legislative
13 appropriation. The following provisions apply to the fund:

14 1. The commission shall administer the fund and spend monies in the
15 fund to purchase, install and maintain an improved data processing system on
16 the premises of the commission and for a part of the general administrative
17 and legal expenses of the commission. The data processing system shall be
18 designed to allow direct, on-line access by any person at a remote location
19 to all public records that are filed with the commission pursuant to this
20 title AND TITLE 29, CHAPTER 4.

21 2. The commission shall provide for and establish an expedited service
22 for the filing of all documents and services provided pursuant to this title
23 as follows:

24 (a) The expedited filing shall be a priority same-day service effected
25 in a fast and efficient manner TO BE COMPLETED AS SOON AS POSSIBLE AFTER THE
26 DOCUMENTS ARE DELIVERED TO THE COMMISSION.

27 ~~(b) The commission shall charge a fee for expedited services,~~
28 ~~including those requested by telefacsimile transmission. This fee is in~~
29 ~~addition to any other fees provided by law, including those in this section.~~
30 ~~The fee for expedited services shall be set by the commission to cover the~~
31 ~~cost of the service.~~

32 (b) IN ADDITION TO ANY OTHER FEES REQUIRED BY THIS SECTION OR ANY
33 OTHER LAW, THE COMMISSION SHALL CHARGE A FEE OF THIRTY-FIVE DOLLARS FOR
34 EXPEDITED SERVICES, INCLUDING THOSE REQUESTED BY FAX.

35 3. The commission may charge persons who access the commission's data
36 processing system from remote locations and persons requesting special
37 computer generated printouts, reports and tapes a reasonable fee that does
38 not exceed the cost of the time, equipment and personnel necessary to provide
39 this service or product as determined by the commission.

40 4. In addition to any fee charged pursuant to this section, the
41 commission may charge and collect the following fees to help defray the cost
42 of the improved data processing system:

43 (a) Filing articles of incorporation of a domestic corporation, ten
44 dollars.

1 (b) Filing an application of a foreign corporation for authority to
2 transact business in this state, twenty-five dollars.

3 5. All monies received pursuant to paragraphs 2, 3 and 4 of this
4 subsection AND SECTION 29-851, SUBSECTION B, shall be deposited, pursuant to
5 sections 35-146 and 35-147, in the public access fund. The commission shall
6 use the monies deposited in the fund for the purposes provided in this
7 section. Fees charged pursuant to this section are exempt from section
8 39-121.03, subsection A, paragraph 3, relating to a charge for value of a
9 reproduction on the commercial market. Monies in the fund are exempt from
10 the provisions of section 35-190 relating to lapsing of appropriations,
11 except that any unencumbered monies in excess of two hundred thousand dollars
12 at the end of each fiscal year revert to the state general fund.

13 6. When sufficient monies have been collected pursuant to paragraphs
14 2, 3 and 4 of this subsection AND SECTION 29-851, SUBSECTION B, to pay for
15 the purchase and installation of the data processing system, the commission
16 shall not charge and collect the fees prescribed in paragraph 4 of this
17 subsection.

18 Sec. 2. Section 10-1623, Arizona Revised Statutes, is amended to read:

19 10-1623. Statement of bankruptcy or receivership;
20 interrogatories before subsequent incorporation;
21 violation; classification; definitions

22 A. On the filing of a petition for bankruptcy or the appointment of
23 a receiver for any corporation, the corporation shall deliver a statement to
24 the commission listing:

25 1. All officers, directors, trustees and major stockholders of the
26 corporation within one year of filing the petition for bankruptcy or the
27 appointment of a receiver. If a major stockholder is a corporation, the
28 statement shall list the current president, chairman of the board of
29 directors and major stockholders of such corporate stockholder.

30 2. Whether any such person has been an officer, director, trustee or
31 major stockholder of any other corporation within one year of the bankruptcy
32 or receivership of the other corporation.

33 3. If the answer in paragraph 2 of this subsection is in the
34 affirmative, for each such corporation the following information:

35 (a) Name and address.

36 (b) States in which it:

37 (i) Was incorporated.

38 (ii) Transacted business.

39 (c) Dates of operation.

40 B. The commission shall maintain a suitably indexed list of all such
41 persons. The index is a public record of the commission for purposes of
42 title 39.

43 C. On receipt for filing of articles of incorporation of a new
44 corporation or application for authority to transact business by a foreign
45 corporation, the commission shall determine whether any person proposed as

1 an officer, director, trustee, incorporator or major stockholder of the new
2 or foreign corporation has been involved two or more times in a corporate
3 bankruptcy, receivership, revocation, administrative dissolution or judicial
4 dissolution commenced by any state. If so, the commission shall MAY direct
5 detailed interrogatories to the persons requiring any additional relevant
6 information deemed necessary by the commission and at the same time shall
7 provide public notice of the interrogatory procedure. Any person may request
8 additional interrogatories or may provide additional information to the
9 commission. The interrogatories shall be completely answered within thirty
10 days after mailing. With respect to corporations incorporated or seeking
11 authority to transact business, articles of incorporation or application for
12 authority shall not be filed until all outstanding interrogatories have been
13 answered to the satisfaction of the commission.

14 D. Any applicant for filing articles of incorporation or authority to
15 transact business who is dissatisfied with a determination of the commission
16 or any other proceeding under this section may demand and the commission or
17 its designee shall convene a public hearing at the county seat of the county
18 of the corporate headquarters of the proposed corporation. The commission
19 shall give public notice of the hearing at least twenty days before the
20 hearing by publication in a newspaper of general circulation in any county
21 in which a relevant prior bankruptcy or receivership occurred.

22 E. The commission shall provide the attorney general with a copy of
23 statements furnished pursuant to subsection A and answers to interrogatories
24 propounded pursuant to subsection C on a quarterly updated basis.

25 F. Any person or corporation failing to comply with the requirements
26 of this section is guilty of a class 1 misdemeanor. Any person making a
27 false statement or giving false information pursuant to this section is
28 guilty of a class 5 felony.

29 G. In this section:

30 1. "Controlling" includes the total shares of stock issued to a
31 husband and wife and their relatives to the first degree of consanguinity.

32 2. "Major stockholder" means a shareholder possessing or controlling
33 twenty per cent of the issued and outstanding shares or twenty per cent of
34 any proprietary, beneficial or membership interest in the corporation.

35 Sec. 3. Section 29-604, Arizona Revised Statutes, is amended to read:

36 29-604. Known place of business and statutory agent to be
37 maintained

38 A. A limited liability company shall appoint and continuously maintain
39 in this state:

40 1. ~~A registered office that may, but need not, be the same as its~~
41 ~~place of business~~ A KNOWN PLACE OF BUSINESS THAT MAY BE THE ADDRESS OF ITS
42 STATUTORY AGENT.

43 2. A statutory agent for service of process on the limited liability
44 company that is either an individual resident of this state, a domestic

1 corporation, a limited liability company or a foreign corporation or limited
2 liability company authorized to transact business in this state.

3 B. Unless the statutory agent signed the document making the
4 appointment, the appointment of a statutory agent or a successor statutory
5 agent on whom process may be served is not effective until the agent delivers
6 a statement in writing to the commission accepting the appointment.

7 Sec. 4. Section 29-605, Arizona Revised Statutes, is amended to read:

8 29-605. Change of known place of business, statutory agent or
9 statutory agent's street address

10 A. A limited liability company may change its ~~registered office~~ KNOWN
11 PLACE OF BUSINESS or statutory agent, or both, by delivering to the
12 commission a statement setting forth:

13 1. The name of the limited liability company.

14 2. The address of its current ~~registered office~~ KNOWN PLACE OF
15 BUSINESS.

16 3. If the address of its ~~registered office~~ KNOWN PLACE OF BUSINESS is
17 to be changed, the NEW address to which the ~~registered office~~ KNOWN PLACE OF
18 BUSINESS is to be changed.

19 4. The name and STREET address of its current statutory agent.

20 5. If its statutory agent or the statutory agent's STREET address is
21 to be changed, the name and STREET address of its successor statutory agent
22 or the statutory agent's new STREET address.

23 B. The statement required by subsection A of this section shall be
24 executed by either a manager of the limited liability company if management
25 of the limited liability company is vested in one or more managers or a
26 member of the limited liability company if management of the limited
27 liability company is reserved to the members. The change of address of the
28 ~~registered office~~ KNOWN PLACE OF BUSINESS or statutory agent is effective on
29 delivery of the statement to the commission. The appointment of a new
30 statutory agent is effective on delivery of the statement to the commission
31 and on receipt by the commission of evidence that the new statutory agent
32 accepted his THE appointment pursuant to section 29-604, subsection B.

33 C. A statutory agent of a limited liability company may resign as
34 agent by delivering a written executed notice to the commission. The
35 commission shall mail a copy of the notice to the limited liability company
36 at its ~~registered office~~ KNOWN PLACE OF BUSINESS. The appointment of the
37 agent terminates thirty THIRTY-ONE days after receipt of the notice by the
38 commission or on the appointment of a new statutory agent, whichever occurs
39 first.

40 D. If a statutory agent changes its STREET address to another place
41 in this state, it may change the address by delivering a statement to the
42 commission as required by subsection A of this section, except that it need
43 be signed only by the statutory agent. The statement shall recite that a
44 copy of it has been mailed to the limited liability company.

1 Sec. 5. Title 29, chapter 4, article 1, Arizona Revised Statutes, is
2 amended by adding section 29-605.01, to read:

3 29-605.01. Change of address of a member or manager

4 A. A LIMITED LIABILITY COMPANY MAY CHANGE THE ADDRESS OF ONE OR MORE
5 OF ITS MANAGERS OR MEMBERS BY DELIVERING TO THE COMMISSION A STATEMENT
6 SETTING FORTH:

- 7 1. THE NAME OF THE LIMITED LIABILITY COMPANY.
8 2. THE CURRENT ADDRESS OF THE MEMBERS OR MANAGERS.
9 3. THE NEW ADDRESS OF THE MEMBERS OR MANAGERS.

10 B. THE STATEMENT REQUIRED BY SUBSECTION A SHALL BE EXECUTED BY EITHER:

- 11 1. A MANAGER OF THE LIMITED LIABILITY COMPANY IF MANAGEMENT OF THE
12 LIMITED LIABILITY COMPANY IS VESTED IN ONE OR MORE MANAGERS.
13 2. A MEMBER OF THE LIMITED LIABILITY COMPANY IF MANAGEMENT OF THE
14 LIMITED LIABILITY COMPANY IS RESERVED TO THE MEMBERS.

15 Sec. 6. Section 29-632, Arizona Revised Statutes, is amended to read:
16 29-632. Articles of organization

17 A. The articles of organization shall set forth STATE:

- 18 1. The name of the limited liability company.
19 2. ~~The address of the registered office and the name and business,~~
20 ~~residence or mailing address~~ THE NAME, STREET ADDRESS IN THIS STATE AND
21 SIGNATURE of the agent for service of process required to be maintained by
22 section 29-604.
23 3. THE ADDRESS OF THE COMPANY'S KNOWN PLACE OF BUSINESS IN THIS STATE,
24 IF DIFFERENT FROM THE STREET ADDRESS OF THE COMPANY'S STATUTORY AGENT.
25 ~~3.~~ 4. The latest date, if any, on which the limited liability company
26 must dissolve.

27 ~~4.~~ 5. Either of the following statements:

- 28 (a) Management of the limited liability company is vested in a manager
29 or managers.
30 (b) Management of the limited liability company is reserved to the
31 members.

32 ~~5.~~ 6. The name and business, ~~residence or mailing address~~ of either
33 of the following:

34 (a) If management of the limited liability company is vested in a
35 manager or managers, each person who is a manager of the limited liability
36 company and each member who owns a twenty per cent or greater interest in the
37 capital or profits of the limited liability company.

38 (b) If management of the limited liability company is reserved to the
39 members, each person who is a member of the limited liability company.

40 B. The articles of organization may include any other provision that
41 is consistent with law, including any provisions under this chapter that are
42 required or permitted to be set out in an operating agreement of the limited
43 liability company.

44 C. It is not necessary to set out in the articles of organization any
45 of the powers enumerated in this chapter.

1 Sec. 7. Section 29-634, Arizona Revised Statutes, is amended to read:
2 29-634. Filing with the commission

3 A. ~~The original signed copy of the~~ TWO COPIES OF THE SIGNED ORIGINAL
4 articles of organization or any other document required to be filed pursuant
5 to this chapter shall be delivered to the commission. If the commission
6 determines that the documents conform to the filing provisions of this
7 chapter, it shall, when all required filing fees REQUIRED PURSUANT TO SECTION
8 29-851 have been paid:

9 1. Endorse, stamp or attach on the signed original and duplicate copy
10 the word "filed" and the date and time of its acceptance for filing.

11 2. Retain the signed original in the commission's files.

12 3. Return a duplicate copy to the person who filed it or the person's
13 representative.

14 B. If the commission is unable to make the determination required for
15 filing by subsection A OF THIS SECTION at the time any documents are
16 delivered for filing, the documents are deemed to have been filed at the time
17 of delivery if the commission subsequently determines either of the
18 following:

19 1. The documents as delivered conform to the filing provisions of this
20 chapter.

21 2. Within twenty days after notification of nonconformance is given
22 by the commission to the person who delivered the documents for filing or the
23 person's representative, the documents are brought into conformance.

24 C. A document may specify a delayed effective time or date, or both,
25 and is effective at that specified time and date. If the document specifies
26 a delayed effective date but does not specify the time, the document is
27 effective on the specified date at 12:01 a.m. mountain standard time. A
28 delayed effective date for a document may not be later than the ninetieth day
29 after the date the document is delivered to the commission for filing.

30 D. If the filing and determination requirements of this chapter are
31 not satisfied completely within the time prescribed in subsection B,
32 paragraph 2 OF THIS SECTION, the documents shall not be filed.

33 Sec. 8. Section 29-635, Arizona Revised Statutes, is amended to read:
34 29-635. Formation of limited liability company

35 A. Except as provided in section 29-634, subsection C, a limited
36 liability company is formed when the articles of organization are delivered
37 to the commission for filing, even if the commission is unable to make the
38 determination required for filing by section 29-634, subsection A at the time
39 of delivery. If the articles of organization, as delivered to the
40 commission, do not conform to the filing provisions of this chapter and are
41 not brought into conformance within the time period prescribed by section
42 29-634, subsection B, paragraph 2, the existence of the limited liability
43 company terminates at the end of the time period.

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1 B. A copy of the articles of organization that is filed with the
2 commission and that is stamped "filed" and marked with the filing date is
3 conclusive evidence that all conditions precedent required to be performed
4 by the organizers have been complied with and that the limited liability
5 company has been legally organized and formed under this chapter. A limited
6 liability company continues perpetually unless otherwise provided in its
7 articles of organization or operating agreement or until the limited
8 liability company is dissolved and terminated in accordance with this
9 chapter.

10 C. Within sixty days after such filing there shall be published in a
11 newspaper of general circulation in the county of the known place of
12 business, for three consecutive publications, a notice of the filing of such
13 articles of organization consisting of the information required in section
14 29-632, subsection A, paragraphs 1, 2, 4 and 3, 5 AND 6. An affidavit
15 evidencing publication shall be filed within ninety days after filing of the
16 articles of organization.

17 Sec. 9. Section 29-786, Arizona Revised Statutes, is amended to read:

18 29-786. Administrative dissolution

19 A. The commission may administratively dissolve a limited liability
20 company in the manner provided by this section if THE LIMITED LIABILITY
21 COMPANY either:

22 1. ~~The limited liability company~~ Fails to amend its articles of
23 organization as required by section 29-633, subsection B.

24 2. ~~The limited liability company~~ Has failed to make any publication
25 required by this chapter and has failed to file an affidavit of publication
26 thereof required by this chapter.

27 3. ~~The limited liability company~~ Is without a statutory agent or
28 registered office KNOWN PLACE OF BUSINESS in this state for at least sixty
29 days.

30 4. ~~The limited liability company~~ Does not notify the commission within
31 sixty days after its statutory agent or registered office KNOWN PLACE OF
32 BUSINESS has changed or within sixty days after its statutory agent has
33 resigned.

34 5. ~~The limited liability company~~ Fails to respond to interrogatories
35 as prescribed in section 29-612.

36 6. FAILS TO PAY ANY FEES OR PENALTIES REQUIRED PURSUANT TO THIS
37 CHAPTER WITHIN SIXTY DAYS AFTER THE FEES OR PENALTIES ARE DUE.

38 B. If the commission determines that one or more grounds exist under
39 subsection A of this section for dissolving a limited liability company, it
40 shall give written notice of its determination by mail addressed to the
41 statutory agent of the limited liability company, or if the limited liability
42 company fails to appoint and maintain a statutory agent, addressed to the
43 registered office KNOWN PLACE OF BUSINESS required to be maintained pursuant
44 to section 29-604, subsection A, paragraph 1.

1 C. If the limited liability company does not correct each ground for
2 dissolution or demonstrate to the reasonable satisfaction of the commission
3 that each ground determined by the commission does not exist within sixty
4 days after service of the notice, the commission shall administratively
5 dissolve the limited liability company by signing a certificate of
6 dissolution that recites the ground or grounds for dissolution and its
7 effective date. The commission shall file the original of the certificate
8 and mail a copy to the limited liability company addressed to its statutory
9 agent, or if the limited liability company fails to appoint and maintain a
10 statutory agent, addressed to the ~~registered office~~ KNOWN PLACE OF BUSINESS
11 required to be maintained pursuant to section 29-604, subsection A,
12 paragraph 1.

13 D. A limited liability company administratively dissolved pursuant to
14 this section continues in existence but may not carry on any business except
15 as necessary to wind up and liquidate its business and affairs under section
16 29-782, subsection B.

17 E. A limited liability company administratively dissolved under this
18 section may apply to the commission for reinstatement within three years
19 after the effective date of dissolution. The application shall both:

20 1. Recite the name of the limited liability company and the effective
21 date of its administrative dissolution.

22 2. State either that the ground or grounds for dissolution did not
23 exist or that the ground or grounds have been eliminated.

24 F. If the commission determines that the application contains the
25 information required by subsection E of this section, and that the
26 information is correct, it shall cancel the certificate of dissolution,
27 prepare a certificate of reinstatement that recites this determination and
28 the effective date of reinstatement, file the original of the certificate and
29 mail a copy to the limited liability company addressed to its statutory
30 agent.

31 G. When the reinstatement is effective, it relates back to and takes
32 effect as of the effective date of the administrative dissolution and the
33 limited liability company resumes carrying on its business as if the
34 administrative dissolution had never occurred.

35 H. The administrative dissolution of a limited liability company does
36 not terminate the authority of a statutory agent.

37 I. A limited liability company that has been administratively
38 dissolved pursuant to this section may bring an action against the commission
39 in superior court to review the commission's refusal to reinstate the limited
40 liability company. The action by the limited liability company shall be
41 brought within six months after the commission's refusal becomes final. The
42 superior court shall hear and determine the action as a trial de novo. In
43 any such action the burden of proof shall be on the party adverse to the
44 commission.

1 Sec. 10. Section 29-802, Arizona Revised Statutes, is amended to read:
2 29-802. Certificate of registration; application

3 A. Before transacting business in this state, a foreign limited
4 liability company shall obtain a certificate of registration. An applicant
5 for a certificate of registration shall pay the required filing fee and shall
6 submit to the commission an application for registration as a foreign limited
7 liability company that is signed and acknowledged on its behalf by any
8 manager, member or other authorized agent and that states:

9 1. The name of the foreign limited liability company and, if
10 different, ~~the name under which it proposes to register and transact business~~
11 ~~in this state~~ THE COMPANY'S REAL NAME IS UNAVAILABLE OR DOES NOT SATISFY THE
12 REQUIREMENTS OF SECTION 29-602, A FICTITIOUS NAME ADOPTED BY THE COMPANY
13 PURSUANT TO SECTION 29-804.

14 2. The state and date of its formation.

15 3. The purpose of the foreign limited liability company or the general
16 character of the business it proposes to transact in this state.

17 4. The name and STREET address of the ~~proposed agent for service of~~
18 ~~process on the foreign limited liability company~~ FOREIGN LIMITED LIABILITY
19 COMPANY'S STATUTORY AGENT IN THIS STATE.

20 5. ~~That the commission is appointed the agent of the foreign limited~~
21 ~~liability company for service of process if either of the following occurs:~~

22 (a) ~~An agent has not been appointed under paragraph 4 or, if~~
23 ~~appointed, the agent's authority has been revoked.~~

24 (b) ~~The agent cannot be found or served with the exercise of~~
25 ~~reasonable diligence.~~

26 6. 5. The address of the office required to be maintained in the
27 state of its organization by the laws of that state or, if not so required,
28 of the principal office of the foreign limited liability company.

29 6. EITHER OF THE FOLLOWING:

30 (a) MANAGEMENT OF THE FOREIGN LIMITED LIABILITY COMPANY IS VESTED IN
31 A MANAGER OR MANAGERS.

32 (b) MANAGEMENT OF THE FOREIGN LIMITED LIABILITY COMPANY IS RESERVED
33 TO THE MEMBERS.

34 7. THE NAME AND ADDRESS OF EITHER OF THE FOLLOWING:

35 (a) IF MANAGEMENT OF THE FOREIGN LIMITED LIABILITY COMPANY IS VESTED
36 IN A MANAGER OR MANAGERS, EACH PERSON WHO IS A MANAGER OF THE FOREIGN LIMITED
37 LIABILITY COMPANY AND EACH MEMBER WHO OWNS A TWENTY PER CENT OR GREATER
38 INTEREST IN THE CAPITAL OR PROFITS OF THE FOREIGN LIMITED LIABILITY COMPANY.

39 (b) IF MANAGEMENT OF THE FOREIGN LIMITED LIABILITY COMPANY IS RESERVED
40 TO THE MEMBERS, EACH PERSON WHO IS A MEMBER OF THE FOREIGN LIMITED LIABILITY
41 COMPANY.

42 B. AN APPLICATION THAT A FOREIGN LIMITED LIABILITY COMPANY SUBMITS TO
43 THE COMMISSION UNDER THIS SECTION SHALL INCLUDE PROOF THAT THE COMPANY
44 EXISTED IN THE STATE OR COUNTRY IN WHICH THE COMPANY ORGANIZED WITHIN SIXTY
45 DAYS OF FILING THE APPLICATION.

1 Sec. 11. Repeal

2 Sections 29-804 and 29-805, Arizona Revised Statutes, are repealed.

3 Sec. 12. Title 29, chapter 4, article 9, Arizona Revised Statutes, is
4 amended by adding new sections 29-804 and 29-805, to read:

5 29-804. Fictitious name of foreign limited liability company

6 A. IF THE NAME OF A FOREIGN LIMITED LIABILITY COMPANY IS UNAVAILABLE
7 FOR USE IN THIS STATE OR DOES NOT SATISFY THE REQUIREMENTS OF SECTION 29-602,
8 TO OBTAIN OR MAINTAIN A GRANT OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE
9 THE FOREIGN LIMITED LIABILITY COMPANY SHALL ADOPT AND USE A FICTITIOUS NAME
10 THAT SATISFIES THE REQUIREMENTS OF SECTION 29-602.

11 B. A FOREIGN LIMITED LIABILITY COMPANY THAT ADOPTS A FICTITIOUS NAME
12 PURSUANT TO THIS SECTION SHALL INCLUDE A COPY OF THE COMPANY'S RESOLUTION
13 ADOPTING THE FICTITIOUS NAME WITH THE COMPANY'S APPLICATION FOR A CERTIFICATE
14 OF REGISTRATION UNDER SECTION 29-802.

15 29-805. Amendment or restatement to foreign articles of
16 organization

17 IF, AFTER APPLYING FOR OR OBTAINING A CERTIFICATE OF REGISTRATION
18 PURSUANT TO SECTION 29-802, A FOREIGN LIMITED LIABILITY COMPANY AMENDS OR
19 RESTATES ITS ARTICLES OF ORGANIZATION BY MERGER OR OTHERWISE IN THE STATE OR
20 COUNTRY IN WHICH THE COMPANY IS ORGANIZED, THE FOREIGN LIMITED LIABILITY
21 COMPANY SHALL DELIVER TO THE COMMISSION A COPY OF THE AMENDMENT OR
22 RESTATEMENT WITHIN SIXTY DAYS OF THE EFFECTIVE DATE OF THE AMENDMENT OR
23 RESTATEMENT.

24 Sec. 13. Section 29-807, Arizona Revised Statutes, is amended to read:

25 29-807. Revocation of certificate of registration of foreign
26 limited liability company

27 A. The certificate of registration of a foreign limited liability
28 company to transact business in this state may be revoked by the commission
29 in the manner provided by subsection B of this section if any of the
30 following events occurs:

31 1. The foreign limited liability company fails to:

32 (a) Pay any fees or penalties prescribed by this chapter WITHIN SIXTY
33 DAYS AFTER THE FEES OR PENALTIES ARE DUE.

34 (b) Appoint and maintain a statutory agent as required by this
35 chapter.

36 (c) File a report on a change in the name or business address of the
37 statutory agent.

38 (d) File with the commission any amendment to its application for a
39 certificate of registration as specified in section 29-805.

40 (e) Respond to interrogatories as prescribed in section 29-612.

41 2. A misrepresentation has been made of any material matter in any
42 application, report, affidavit or other document submitted by the foreign
43 limited liability company pursuant to this chapter.

1 B. The commission shall not revoke a certificate of registration of
2 a foreign limited liability company pursuant to subsection A of this section
3 unless the commission gives the foreign limited liability company at least
4 sixty days' notice of the revocation by mail addressed to its statutory agent
5 in this state, or if the foreign limited liability company fails to appoint
6 and maintain a statutory agent in this state, addressed to the office
7 required to be maintained pursuant to section 29-802, SUBSECTION A, paragraph
8 5. The notice shall identify the cause for the revocation of the
9 certificate of registration. The authority of the foreign limited liability
10 company to transact business in this state ceases on the expiration of the
11 sixty day period unless the foreign limited liability company cures the
12 failure stated in the notice.

13 Sec. 14. Title 29, chapter 4, article 11, Arizona Revised Statutes,
14 is amended by adding section 29-841.01, to read:

15 29-841.01. Professional limited liability company formation

16 A. ONE OR MORE PERSONS MAY FORM A PROFESSIONAL LIMITED LIABILITY
17 COMPANY BY FILING WITH THE COMMISSION TWO COPIES OF THE SIGNED ORIGINAL
18 ARTICLES OF ORGANIZATION THAT, IN ADDITION TO THE INFORMATION REQUIRED UNDER
19 SECTION 29-632, SPECIFY BOTH OF THE FOLLOWING:

- 20 1. THAT THE COMPANY IS A PROFESSIONAL LIMITED LIABILITY COMPANY.
21 2. THE PROFESSIONAL SERVICE OR SERVICES THAT THE COMPANY IS ORGANIZED
22 TO PROVIDE.

23 B. A LIMITED LIABILITY COMPANY ORGANIZED UNDER A LAW OF THIS STATE
24 OTHER THAN THIS ARTICLE MAY ELECT PROFESSIONAL LIMITED LIABILITY COMPANY
25 STATUS BY AMENDING ITS ARTICLES OF ORGANIZATION PURSUANT TO SECTION 29-633
26 TO COMPLY WITH SUBSECTION A OF THIS SECTION AND SECTION 29-845.

27 Sec. 15. Section 29-851, Arizona Revised Statutes, is amended to read:

28 29-851. Filing, service and copying fees; expedited filing and
29 services

30 A. The commission shall charge and collect in advance and deposit,
31 pursuant to sections 35-146 and 35-147, the following fees:

- 32 1. For filing the initial articles of organization, fifty dollars.
33 2. For filing an application for registration of a foreign limited
34 liability company, one hundred fifty dollars.
35 3. For amending the articles of organization, twenty-five dollars.
36 4. For filing articles of termination and issuing a certificate of
37 termination, thirty-five dollars.
38 5. For issuing a certificate for any purpose not otherwise provided
39 for, ten dollars.
40 6. For filing a notice of winding up, twenty-five dollars.
41 7. For filing articles of merger, fifty dollars.
42 8. For furnishing written information on any limited liability
43 company, ten dollars.
44 9. For furnishing a copy of any document or instrument, five dollars
45 plus fifty cents per page.

1 10. For accepting an application for reservation of a name or for
2 filing a notice of the transfer or cancellation of any name reservation, ten
3 dollars.

4 ~~11. For filing a statement of change of address of registered office~~
5 ~~or statutory agent, or both, Five dollars FOR FILING A STATEMENT OF CHANGE~~
6 ~~OF ADDRESS OF ONE OR MORE OF THE FOLLOWING:~~

7 (a) KNOWN PLACE OF BUSINESS.

8 (b) STATUTORY AGENT.

9 (c) MANAGER.

10 (d) MEMBER.

11 12. For any service of notice, demand or process on the commission as
12 resident agent of a limited liability company, twenty-five dollars. This
13 amount may be recovered as taxable costs by the party to the suit, action or
14 proceeding causing the service to be made if the party prevails in the suit,
15 action or proceeding.

16 13. FOR FILING ARTICLES OF CORRECTION, THE FEE PRESCRIBED IN SECTION
17 10-122, SUBSECTION A, PARAGRAPH 18.

18 14. FOR APPLICATION FOR REINSTATEMENT FOLLOWING ADMINISTRATIVE
19 DISSOLUTION, IN ADDITION TO OTHER FEES AND PENALTIES DUE, THE FEE PRESCRIBED
20 IN SECTION 10-122, SUBSECTION A, PARAGRAPH 14.

21 B. THE COMMISSION SHALL PROVIDE FOR AND ESTABLISH AN EXPEDITED SERVICE
22 FOR THE FILING OF ALL DOCUMENTS AND SERVICES PROVIDED PURSUANT TO THIS
23 CHAPTER AS FOLLOWS:

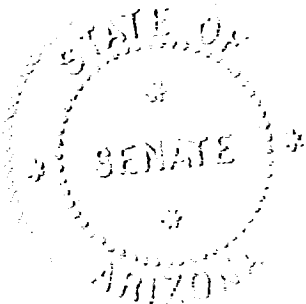
24 1. THE EXPEDITED FILING SHALL BE A PRIORITY SERVICE TO BE COMPLETED
25 AS SOON AS POSSIBLE AFTER THE DOCUMENTS ARE DELIVERED TO THE COMMISSION.

26 2. IN ADDITION TO ANY OTHER FEES REQUIRED BY THIS SECTION OR ANY OTHER
27 LAW, THE COMMISSION SHALL CHARGE A FEE OF THIRTY-FIVE DOLLARS FOR EXPEDITED
28 SERVICES, INCLUDING THOSE REQUESTED BY FAX.

29 C. ALL MONIES RECEIVED PURSUANT TO SUBSECTION B OF THIS SECTION SHALL
30 BE DEPOSITED, PURSUANT TO SECTIONS 35-146 AND 35-147, IN THE PUBLIC ACCESS
31 FUND ESTABLISHED PURSUANT TO SECTION 10-122, SUBSECTION F.

APPROVED BY THE GOVERNOR APRIL 19, 2004.

FILED IN THE OFFICE OF THE SECRETARY OF STATE APRIL 19, 2004.



Passed the House February 16, 2004,

Passed the Senate _____, 20__

by the following vote: 40 Ayes,

by the following vote: _____ Ayes,

17 Nays, 3 Not Voting
Article IX, Section 22

_____ Nays, _____ Not Voting

Jake Flake
Speaker of the House

President of the Senate

Norman L. Moore
Chief Clerk of the House

Secretary of the Senate

**EXECUTIVE DEPARTMENT OF ARIZONA
OFFICE OF GOVERNOR**

This Bill was received by the Governor this

_____ day of _____, 20__

at _____ o'clock _____ M.

Secretary to the Governor

Approved this _____ day of

_____, 20__

at _____ o'clock _____ M.

Governor of Arizona

**EXECUTIVE DEPARTMENT OF ARIZONA
OFFICE OF SECRETARY OF STATE**

This Bill was received by the Secretary of State

this _____ day of _____, 20__

at _____ o'clock _____ M.

Secretary of State

ON RECONSIDERATION

Passed the House February 16, 20 04,

Passed the Senate April 1, 20 04,

by the following vote: 40 Ayes,

by the following vote: 27 Ayes,

17 Nays, 3 Not Voting
Article IX, Section 22
Jake Flake
Speaker of the House

1 Nays, 2 Not Voting
Ken Flinn
President of the Senate

Norman L. Moore
Chief Clerk of the House

Charmine Bellinger
Secretary of the Senate

**EXECUTIVE DEPARTMENT OF ARIZONA
OFFICE OF GOVERNOR**

This Bill was received by the Governor this

_____ day of _____, 20____,

at _____ o'clock _____ M.

Secretary to the Governor

Approved this _____ day of

_____, 20____,

at _____ o'clock _____ M.

Governor of Arizona

**EXECUTIVE DEPARTMENT OF ARIZONA
OFFICE OF SECRETARY OF STATE**

This Bill was received by the Secretary of State

this _____ day of _____, 20____,

at _____ o'clock _____ M.

Secretary of State

H.B. 2176

HOUSE CONCURS IN SENATE
AMENDMENTS AND FINAL PASSAGE

April 13, 2004,

by the following vote: 55 Ayes,

3 Nays, 2 Not Voting

Jake Flake
Speaker of the House
Norman L. Moore
Chief Clerk of the House

EXECUTIVE DEPARTMENT OF ARIZONA
OFFICE OF GOVERNOR

This Bill was received by the Governor this

13th day of April, 2004.

at 12:59 o'clock P. M.

Vinnyulpharra
Secretary to the Governor

Approved this 19 day of

April, 2004,

at 11³⁰ o'clock A. M.

Jon R. Arpaio
Governor of Arizona

H.B. 2176

EXECUTIVE DEPARTMENT OF ARIZONA
OFFICE OF SECRETARY OF STATE

This Bill was received by the Secretary of State

this 19 day of April, 2004.

at 4:30 o'clock P. M.

Janice K. Brewer
Secretary of State